

RECORDATION NO. 15150-A
FILED PAGE
MAR 9 1997 3:28 PM

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ELIAS C. ALVORD (1942)
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OF COUNSEL
URBAN A. LESTER

March 19, 1997

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), are two (2) copies of a Release of Security Interest, dated March 18, 1997, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Security Agreement previously filed with the Board under Recordation Number 15150.

The names and addresses of the parties to the enclosed document are:

Debtor: Dakota, Minnesota & Eastern Railroad Corporation
337 22nd Avenue South
Brookings, South Dakota 57006

Secured Party: Bank One, Chicago, N.A.
(successor to First Illinois Bank of Evanston, N.A.)
208 S. LaSalle Street
Chicago, Illinois 60604

A description of the railroad equipment covered by the enclosed document is:

seventeen (17) locomotives DME 544 through DME 560, inclusive

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Also enclosed is a check in the amount of \$24.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return one stamped copy of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', with a stylized flourish at the end.

Robert W. Alvord

RWA/bg
Enclosures

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Release of Security Interest

~~Bank~~^{RMH} One, Chicago, N.A., f/k/a First National Bank of Evanston, f/k/a First Illinois Bank of Evanston, N.A., for good and valuable consideration (the receipt and sufficiency of which are hereby acknowledged), hereby terminates, releases, and discharges its security interest in and to the 17 railroad locomotives described on Exhibit A attached hereto.

Such security interest was granted pursuant to the January 2, 1987 Security Agreement between First Illinois Bank of Evanston, N.A. (now known as Bank One Chicago, N.A.), and Dakota, Minnesota & Eastern Railroad Corporation (recordation number 15150, recorded by the Interstate Commerce Commission on January 13, 1987).

March 18, 1997.

~~BANK~~^{RMH} ONE CHICAGO, N.A.

By: [Signature]

Title: Vice President

State of Illinois)
County of COOK) ss

On the 18th day of March, 1997, before me personally came RANDY A. USEN, known to me, who, being by me duly sworn, says that (s)he is a(n) VICE PRESIDENT of Banc One Chicago, N.A., and that the foregoing instrument was signed on behalf of that corporation by authority of its Board of Directors.

Karen Budzinski
Notary Public

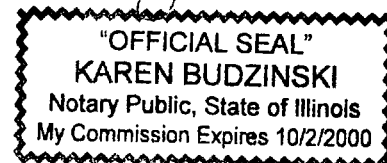


EXHIBIT A

<u>Desscription</u>	<u>Builders #</u>	<u>Current Unit #</u>	<u>Prior Unit #</u>	<u>Original Unit #</u>	<u>Date Built</u>
SD-10 Locomotive	18309	544 (renumbered 3/19/74)	523 (renumbered 4/4/58)	2223	10/23/53
SD-10 Locomotive	18307	545 (renumbered 10/18/74)	521 (renumbered 9/22/59)	2221	10/20/53
SD-10 Locomotive	15618	546 (renumbered 12/9/74)	504 (renumbered 7/30/59)	2204	4/30/52
SD-10 Locomotive	15619	547 (renumbered 11/20/74)	507 (renumbered 7/27/59)	2207	6/9/52
SD-10 Locomotive	15615	548 (renumbered 3/31/74)	503 (renumbered 8/19/59)	2203	4/29/52
SD-10 Locomotive	15622	549 (renumbered 4/18/74)	510 (renumbered 4/4/58)	2210	8/12/52
SD-10 Locomotive	18303	550 (renumbered 5/3/74)	517 (renumbered No Date)	2217	10/14/53
SD-10 Locomotive	18773	551 (renumbered 6/24/74)	534 (renumbered 8/26/59)	2228	1/20/54
SD-10 Locomotive	15619	552 (renumbered 6/1/74)	506 (renumbered 9/28/59)	2207	6/9/52
SD-10 Locomotive	15617	553 (renumbered 7/3/74)	505 (renumbered 7/26/59)	2205	5/6/52
SD-10 Locomotive	18774	554 (renumbered 10/3/74)	535 (renumbered 6/4/59)	2229	1/23/54
SD-10 Locomotive	15623	555 (renumbered 9/24/74)	511 (renumbered 7/13/59)	2211	8/15/52

<u>Desscription</u>	<u>Builders #</u>	<u>Current Unit #</u>	<u>Prior Unit #</u>	<u>Original Unit #</u>	<u>Date Built</u>
SD-10 Locomotive	15614	556 (renumbered 9/6/74)	502 (renumbered 7/25/59)	2202	4/28/52
SD-10 Locomotive	18775	557 (renumbered 8/22/74)	536 (renumbered 9/13/59)	2230	1/26/54
SD-10 Locomotive	15620	558 (renumbered 8/12/74)	508 (renumbered 8/30/59)	2208	6/12/52
SD-10 Locomotive	15612	559 (renumbered 7/17/74)	500 (renumbered 7/30/59)	2200	4/25/52
SD-10 Locomotive	16943	560 (renumbered 5/28/74)	514 (renumbered 7/10/59)	2214	6/23/52

(879/EE)